

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

WALTER BEINECKE, III, EAGLIS
ALTERNATIVE INVESTMENTS I, LLC,
GEOFFREY T. FREEMAN, GRAHAM GUND,
HENRY A. JORDAN, JENNIFER C. McNEIL,
J. STUART MOORE, and CARL NOVOTNY,
TRUSTEE of the S&H NOMINEE TRUST,

Plaintiffs,

-against-

S&H MARKETING, INC. f/k/a S&H
GREENPOINTS, INC., and THE SPERRY AND
HUTCHINSON COMPANY, INC.,

Defendants.

08 Civ. 2483 (GBD)

ELECTRONICALLY FILED

PROPOSED ORDER

UPON the Notice of Substitution of Counsel on Consent for Defendants S&H Marketing, Inc. f/k/a S&H Greenpoints, Inc., and The Sperry and Hutchinson Company, Inc. (collectively "S&H"), executed by prior counsel Ronald R. Sussman of Cooley Godward Kronish LLP, Stephan Thomas, President of S&H, and Gary Svirsky and Peter Herrick of O'Melveny & Myers LLP; and upon the supporting Declaration of Gary Svirsky, dated April 4, 2008

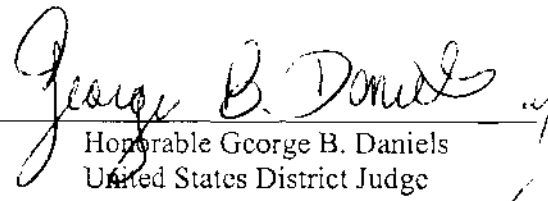
IT IS ORDERED that O'Melveny & Myers LLP be substituted for Cooley Godward Kronish LLP as attorneys of record for S&H.

IT IS FURTHER ORDERED that the appearance of O'Melveny & Myers LLP as counsel in this case shall be entered on the Court's docket. A notation of Gary Svirsky and Peter Herrick for O'Melveny & Myers LLP, located at Times Square Tower, 7 Times Square, New York, NY 10036, will be made on the roll of attorneys for the above-captioned case.

IT IS FURTHER ORDERED that a copy of this Order shall be served upon all counsel of record in this case.

Dated: April 4, 2008
New York, New York

APR 6 2008


Honorable George B. Daniels
United States District Judge

SERVICE LIST

By Overnight Mail

Andrew T. Solomon, Esq.
SULLIVAN & WORCESTER LLP
1290 Avenue of the Americas, 29th Floor
New York, NY 10104
Telephone: (212) 660-3000
Email: asolomon@sandw.com

*Attorney for Plaintiffs Walter Beinecke, III, Eaglis
Alternative Investments I, LLC, Geoffrey T. Freeman,
Graham Gund, Henry A. Jordan, Jennifer C. McNeil, J.
Stuart Moore, and Carl Novotny, Trustee of the S&H
Nominee Trust*

By Overnight Mail

Ronald R. Sussman
COOLEY GODWARD KRONISH LLP
The Grace Building
1114 Avenue of the Americas
New York, NY 10036
Telephone: (212) 479-6060
Email: rsussman@cooley.com